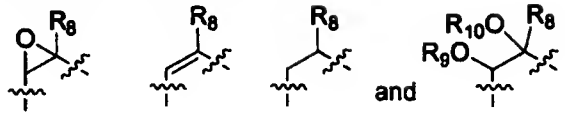
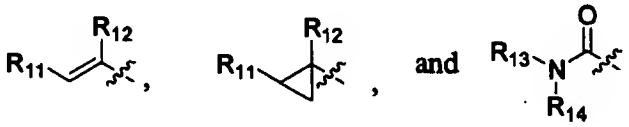
wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



W is O or NR_{15};

X is O or H, H;

Y is selected from the group consisting of O; H, OR_{16}; OR_{17}, OR_{17}; NOR_{18}; H, $NHOR_{19}$; H, $NR_{20}R_{21}$; H, H; and CHR_{22}; wherein OR_{17}, OR_{17} can be a cyclic ketal;

Z_1 and Z_2 are independently CH_2;

B_1 and B_2 are independently selected from the group consisting of OR_{24}, $OCOR_{25}$, and O-C(=O)-$NR_{26}R_{27}$, and when B_1 is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R_1, R_2, R_3, R_4, R_5, R_7, R_{13}, R_{14}, R_{18}, R_{19}, R_{20}, R_{21}, R_{22}, R_{26}, and R_{27} are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R_1 and R_2 are alkyl can be joined to form a cycloalkyl; and when R_3 and R_4 are alkyl can be joined to form a cycloalkyl;

R_6 is methyl;

R_9, R_{10}, R_{16}, R_{17}, R_{24}, R_{25} and R_{31} are selected from the group consisting of H, alkyl, and substituted alkyl;

R_{11}, R_{12}, R_{28}, R_{30}, R_{32}, and R_{33} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; and [heterocycle] a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R_8 is hydrogen or methyl;

R_{15}, R_{23} and R_{29} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11

membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; $R_{32}C=O$, $R_{33}SO_2$, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or steroisomers thereof;

with the proviso that compounds wherein

W and X are both O; and

R_1, R_2 and R_7 are H; and

R_3, R_4 and R_6 are methyl; and

R_8 is H or methyl; and

[Z_1, and Z_2, are CH_2; and]

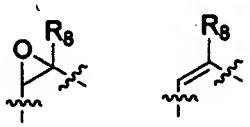
G is 1-methyl-2-(substituted-4-thiazolyl-ethenyl; and

Q is as defined above

are excluded.

2. (amended) The compound of claim 1, wherein

Q is



X is O;

Y is O;

Z_1, and Z_2, are CH_2; and

W is NR_{15}.

4. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 1.

6. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of

G-3 said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 2.

G4 7 ~~11.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 3.

G5 9 ~~15.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim ~~14~~. 8

G6 17 ~~23.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim ~~18~~. 13

G7 19 ~~25.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim ~~20~~. 14

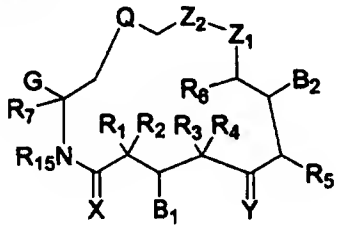
G8 21 ~~27.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim ~~21~~. 15

G9 23 ~~29.~~ (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urotheliai cancer,

esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 22.14

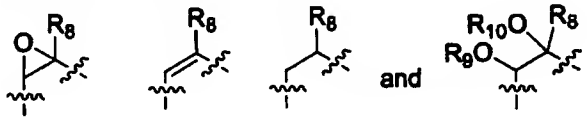
33
39. (amended) The method of claim 4, further comprising administering one or more of an additional anti-cancer agent.

53
59. (amended) A compound of the formula:

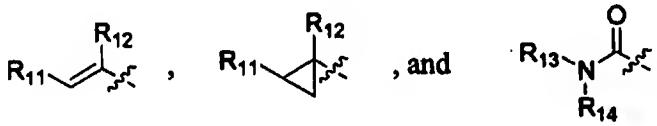


wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocycle, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



X is O or H, H;

Y is selected from the group consisting of O; H, OR_{16}; OR_{17}, OR_{17}; NOR_{18}; H, $NHOR_{19}$; H, $NR_{20}R_{21}$; H, H; and CHR_{22}; wherein OR_{17}, OR_{17} can be a cyclic ketal;

Z_1 and Z_2 are independently CH_2;

B_1 and B_2 are independently selected from the group consisting of OR_{24}, $OCOR_{25}$, and O-C(=O)-$NR_{26}R_{27}$, and when B_1 is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R_1, R_2, R_3, R_4, R_5, R_7, R_{13}, R_{14}, R_{18}, R_{19}, R_{20}, R_{21}, R_{22}, R_{26}, and R_{27} are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R_1 and R_2 are alkyl can be joined to form a cycloalkyl; and when R_3 and R_4 are alkyl can be joined to form a cycloalkyl;

R_6 is methyl;

R_9, R_{10}, R_{16}, R_{17}, R_{24}, R_{25} and R_{31} are selected from the group H, alkyl, and substituted alkyl;

R_{11}, R_{12}, R_{28}, R_{30}, R_{32}, and R_{33} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; and a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R_8 is hydrogen or methyl;

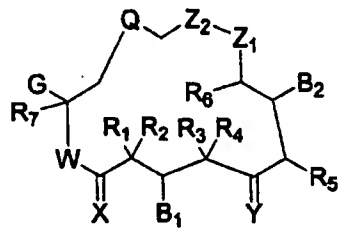
R_{15}, R_{23} and R_{29} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; $R_{32}C{=}O$, $R_{33}SO_2$, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or steroisomers thereof.

60. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 59.

63. (amended) The method of claim 60, further comprising administering one or more of an additional anti-cancer agent.

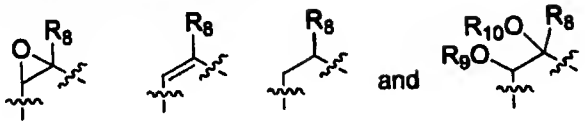
66. (amended) A compound of the formula:



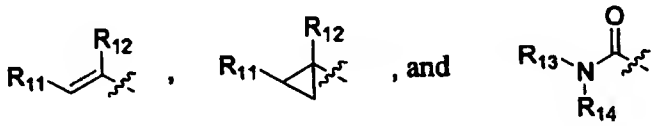
V

wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocycle, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



W is O or NR_{15};

X is O or H, H;

Y is selected from the group consisting of O; H, OR_{16}; OR_{17}, OR_{17}; NOR_{18}; H, $NHOR_{19}$; H, $NR_{20}R_{21}$; H, H; and CHR_{22}; wherein OR_{17}, OR_{17} can be a cyclic ketal;

Z_1 and Z_2 are independently CH_2;

B_1 and B_2 are independently selected from the group consisting of OR_{24}, $OCOR_{25}$, and O-C(=O)-$NR_{26}R_{27}$, and when B_1 is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R_1, R_2, R_3, R_4, R_5, R_7, R_{13}, R_{14}, R_{18}, R_{19}, R_{20}, R_{21}, R_{22}, R_{26}, and R_{27} are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R_1 and R_2 are alkyl can be joined to form a cycloalkyl; and when R_3 and R_4 are alkyl can be joined to form a cycloalkyl;

R_6 is methyl;

R_9, R_{10}, R_{16}, R_{17}, R_{24}, R_{25} and R_{31} are selected from the group H, alkyl, and substituted alkyl;

R_{11}, R_{12}, R_{28}, R_{30}, R_{32}, and R_{33} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; and a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R_8 is hydrogen or methyl;

R_{15}, R_{23} and R_{29} are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C_3-C_7 carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11

membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; $R_{32}C=O$, $R_{33}SO_2$, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or steroisomers thereof;

wherein substituted alkyl is an alkyl group substituted with from one to four substituents selected from the group consisting of halo; trifluoromethyl; trifluoromethoxy; hydroxy; alkoxy; cycloalkoxy; heterocyclooxy; oxo; alkanoyl; aryloxy; alkanoyloxy; amino; alkylamino; arylamine; aralkylamino; cycloalkylamino; heterocycloamino; disubstituted amines wherein the substituents are selected from alkyl, aryl, and aralkyl; alkanoylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; arylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; aralkanoylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; thio; alkylthio; aralkylthio; cycloalkylthio; heterocyclothio; alkylthiono; arylthiono; aralkylthiono; alkylsulfonyl; arylsulfonyl; aralkylsulfonyl; sulfonamido optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; nitro; cyano; carboxy; carbamyl optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; alkoxycarbonyl; aryl; substituted aryl; granidino; and heterocyclo; and

substituted aryl is an aryl group substituted with from one to four substituents selected from the group consisting of alkyl; substituted alkyl; halo; trifluoromethyl; trifluoromethoxy; hydroxy; alkoxy; cycloalkoxy; heterocyclooxy; alkanoyl; alkanoyloxy; amino; alkylamino; aralkylamino; cycloalkylamino; heterocycloamino; dialkylamino; alkanoylamino; thio; alkylthio; cycloalkylthio; heterocyclothio; ureido; nitro; cyano; carboxy; carboxyalkyl; carbamyl; alkoxycarbonyl; alkylthiono; arylthiono; alkylsulfonyl; sulfonamido; and aryloxy each of which may be optionally substituted with halo, hydroxy, alkyl, alkoxy, substituted aryl, substituted alkyl, or substituted aralkyl;

with the proviso that compounds wherein

W and X are both O; and

R_1, R_2 and R_7 are H; and

R_3, R_4 and R_6 are methyl; and

R_8 is H or methyl; and

G is 1-methyl-2-(substituted-4-thiazolyl-ethenyl; and

Q is as defined above

are excluded.